



ORIGINAL

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March 22, 2004

Marlene H. Dortch
Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

Re: *Ex Parte* Submission
MM Docket No. 92-264

Dear Ms. Dortch:

Comcast Corporation ("Comcast"), pursuant to its letter of September 22, 2003, hereby notifies the Commission that it has closed the following transactions: (1) acquisition of SMATV systems in Indiana serving approximately 190 subscribers from ProComm on October 15, 2003; (2) acquisition of a cable television system in California serving approximately 10,335 subscribers from Priority Cable on December 31, 2003; (3) acquisition of a SMATV system in California serving approximately 304 subscribers from Ponderosa Woods on October 1, 2003; (4) acquisition of a SMATV system in Indiana serving approximately 128 subscribers from Nova Cablevision, Inc. on October 15, 2003; (5) acquisition of a SMATV system in California serving approximately 125 subscribers from Abundance Systems, Inc. on October 15, 2003; (6) acquisition of a SMATV system in Indiana serving approximately 95 subscribers from Harcom, Inc. on November 21, 2003; (7) acquisition of SMATV systems in California, Utah, and Washington serving approximately 11,100 subscribers from Castle Cable Services, Inc. and its affiliated entities on March 15, 2004; (8) acquisition of SMATV systems serving approximately 7,000 subscribers in Colorado from TV Max on February 29, 2004; (9) acquisition of cable systems serving approximately 3,000 subscribers in Washington and Oregon from US Online Cable on February 29, 2004; and (10) acquisition of a cable system serving 122 subscribers in Pennsylvania from Country Cable on February 27, 2004.¹

Comcast estimated in its September 22, 2003 letter that it was attributed with approximately 26,032,379 subscribers. Based on Comcast's fourth quarter 2003 subscriber numbers, available data for its partnership subscriber numbers, and assuming the most inclusive interpretation of the Commission's attribution rules, after accounting for the above transactions

¹ There have been no acquisitions of an MVPD with 25,000 or more subscribers since the September 22, 2003 notification letter

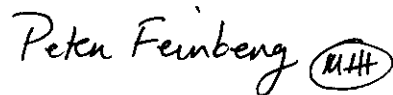
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and adjusting for subscriber growth, Comcast estimates that it is attributed with approximately 26,239,152 MVPD subscribers² (or approximately 28.9% of all MVPD subscribers).³

Although it is unclear whether Comcast is obligated to notify the Commission of these transactions or their effect on its MVPD subscribership (in light of the D.C. Circuit's decision in *Time Warner Entertainment Co. v. FCC*⁴), Comcast nonetheless is providing the details of these transactions for the Commission's convenience

An original and two (2) copies of this letter are submitted herewith in accordance with Section 1.1206(b) of the Commission's rules.

Sincerely,



Peter H. Feinberg
Associate General Counsel
Comcast Cable Communications, LLC

cc: See attached service list.

² Comcast's total attributable subscribers is based on the 26,032,379 subscribers reported in the September 22, 2003 letter, plus the following: (1) the ten (10) acquisitions described above (approximately 32,399 subscribers); (2) 130,265 subscribers from Comcast's minority, non-controlling partnership interest in Millennium Digital Media Programming Ventures, L.L.C. (Comcast inadvertently omitted the Millennium subscribers in its last report); and (3) net internal growth of approximately 44,109 subscribers (*i.e.*, 26,032,379 + 32,399 + 130,265 + 44,109 = 26,239,152)

³ See Kagan Media Money, Feb. 17, 2004, at 5 (noting that there are approximately 90.9 million MVPD subscribers nationwide, thus $26,239,152 \div 90,900,000 = 28.9\%$).

⁴ 240 F.3d 1126 (D.C. Cir. 2001) (vacating the cable horizontal ownership rules)

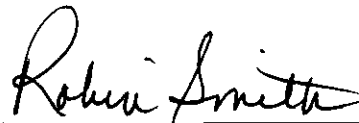
CERTIFICATE OF SERVICE

I, Robin Smith, do hereby certify that I caused one copy of the foregoing *Ex Parte* letter of Comcast to be served by hand delivery on all parties below, this 22d day of March 2004.

Kenneth Ferree
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A handwritten signature in cursive script, reading "Robin Smith", is written over a horizontal line.

Robin Smith